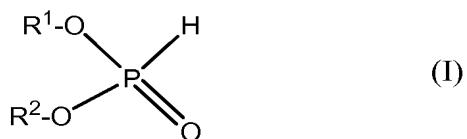


CLAIM AMENDMENTS

What is claimed is:

1. (Currently Amended) A composition comprising:
 - (a) an alkyl a-hydrocarbyl phosphite, wherein the hydrocarbyl alkyl group contains at least 12 to 30 carbon atoms;
 - (b) a condensation product of a fatty acid with a polyamine;
 - (c) a borate ester;
 - (d) a borated dispersant; and
 - (e) an oil of lubricating viscosity.
2. (Currently Amended) The composition of claim 1, wherein the alkyl hydrocarbyl phosphite is represented by the formula:

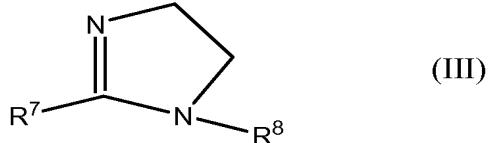


wherein at least one of R^1 and R^2 is a hydrocarbyl group and the other of R^1 and R^2 can be hydrogen or an alkyl a-hydrocarbyl group.

3. (Cancelled)

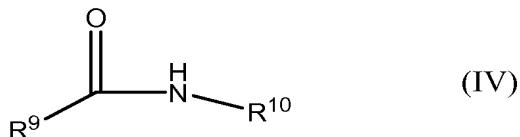
4. (Previously Presented) The composition of claim 1, wherein the condensation product of a fatty acid with a polyamine comprises at least one compound selected from the group consisting of hydrocarbyl amides, hydrocarbyl imidazolines and mixtures thereof.

5. (Original) The composition of claim 4, wherein the hydrocarbyl imidazoline is represented by the formula:



wherein R^7 is a hydrocarbyl group containing 10 or more carbon atoms; and R^8 is hydrogen, a hydrocarbyl group or a substituted hydrocarbyl group.

6. (Original) The composition of claim 4, wherein the hydrocarbyl amide is represented by the formula:



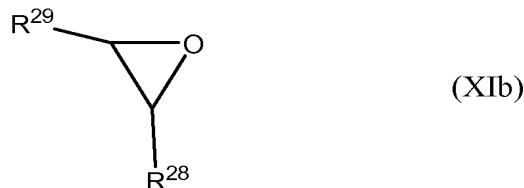
wherein R⁹ is a hydrocarbyl group containing 10 or more carbon atoms and R¹⁰ is hydrogen, a hydrocarbyl group or a substituted hydrocarbyl group.

7. (Previously Presented) The composition of claim 1, wherein the polyamine of (b) is ethylenediamine, diethylenetriamine, triethylenetetramine, tetraethylenepentamine, pentaethylenehexamine, polyamine still bottoms or mixtures thereof.

8. (Previously Presented) The composition of claim 1, wherein the borate ester is prepared by the reaction of a boron compound and at least one compound selected from the group consisting of epoxy compounds, alcohols and mixtures thereof.

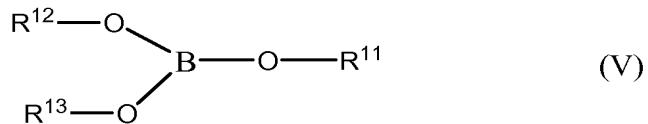
9. (Original) The composition of claim 8, wherein the boron compound is boric acid, metaboric acid, orthoboric acid, tetraboric acid, boric oxide, boron trioxide, alkyl borates, or mixtures thereof.

10. (Original) The composition of claim 8, wherein the epoxy compounds are represented by the formula:



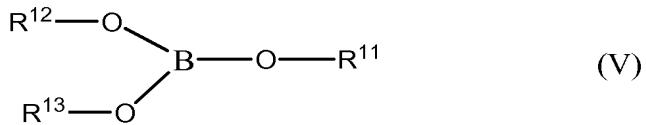
wherein R²⁸ is an alkyl group containing 8 to 30, carbon atoms; and R²⁹ is hydrogen or an alkyl group containing 1 to 4, carbon atoms.

11. (Original) The composition of claim 8, wherein the borate ester is represented by the formula:



wherein R¹¹, R¹² and R¹³ are all hydrocarbyl groups containing 1 to about 30 carbon atoms, provided the total number of carbon atoms in R¹¹, R¹² and R¹³ is 9 or more.

12. (Original) The composition of claim 8 further comprising an optional borate ester represented by the formula:



wherein R¹¹, R¹², and R¹³ are all hydrocarbyl groups containing 1 to about 8 carbon atoms, provided the total number of carbon atoms in R¹¹, R¹², and R¹³ is 4 or more, further provided that the optional borate ester contains at least 2 fewer carbons atoms than the borate ester of component (c).

13. (Original) The composition of claim 12, wherein the optional borate ester is tributyl borate, tri-2-ethylhexyl borate or mixtures thereof.

14. (Original) The composition of claim 1, wherein the borated dispersant is derived from an N-substituted long chain alkenyl succinimide.

15. (Previously Presented) The composition of claim 1, wherein the oil of lubricating viscosity is an API Group II, III, IV oil or mixtures thereof.

16. (Original) The composition of claim 1 further comprising at least one other performance additive other than components (a)-(e), selected from the group consisting of metal deactivators, detergents, dispersants, antioxidants, antiwear agents, corrosion inhibitors, antiscuffing agents, extreme pressure agents, foam inhibitors, demulsifiers, friction modifiers, viscosity modifiers, pour point depressants, seal swelling agents, fluidity modifiers and mixtures thereof.

17. (Currently Amended) The composition of claim 1, wherein (a) the hydrocarbyl alkyl phosphite is present from about 0.01 weight percent to about 5 weight percent of the composition; (b) the condensation product of a fatty acid with a polyamine is present from about 0.01 weight percent to about 3 weight percent of the composition; (c) the borate ester is present from about 0.01 weight percent to about 3 weight percent of the composition; (d) the borated dispersant is present from about 0.03 weight percent to about 6 weight percent of the composition; and (e) the oil of lubricating viscosity is present from about 78 weight percent to about 99.9 weight percent of the composition.

18. (Original) The composition of claim 1, wherein the oil of lubricating viscosity is present in an amount less than 50 weight percent, to form a concentrate.

19. (Currently Amended) A process for the preparation of a composition comprising mixing:

- (a) an alkyl hydrocarbyl phosphite wherein the alkyl hydrocarbyl group contains ~~at least 12 to 30~~ carbon atoms;
- (b) a condensation product of a fatty acid with a polyamine;
- (c) a borate ester;
- (d) a borated dispersant; and
- (e) an oil of lubricating viscosity.

20. (Original) A method for lubricating a power transmission system, comprising supplying thereto a lubricant comprising the composition of claim 1.

21. (Original) The method of claim 20, wherein the power transmission system is selected from the group consisting of automatic transmissions, manual transmissions, trans-axles, gears and tractor transmissions.

22. (Original) The method of claim 21, wherein the transmission system is an automatic transmission.

23-25 (Not entered)

26. (New Claim) A composition comprising:

- (a) an alkyl phosphite, wherein the alkyl group contains 14 to 20 carbon atoms;
- (b) a condensation product of a fatty acid with a polyamine;
- (c) a borate ester;
- (d) a borated dispersant; and
- (e) an oil of lubricating viscosity.